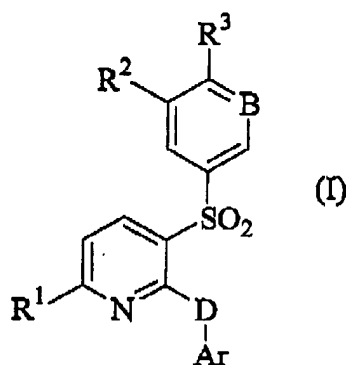


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## Amendments to the claims

1. (currently amended) A compound of Formula (I)



or a pharmaceutically acceptable salt or solvate thereof,

wherein

B is ~~CH~~-~~or~~-N;

D is ~~CH<sub>2</sub>~~-~~or~~-NH;

$R^1$  is selected from the group consisting of H, -CN,  $C_{1-4}$  alkyl,  $C_{3-7}$  cycloalkyl,  $C_{2-4}$  alkenyl,  $C_{2-4}$  alkynyl,  $C_{1-4}$  alkoxy and  $N(C_{1-4} \text{ alkyl})_2$  optionally and independently substituted with 1 to 3 substituents selected from the group consisting of -CN, hydroxy, halo,  $C_{1-4}$  haloalkyl and  $C_{1-4}$  alkoxy;

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$R^2$  is selected from the group consisting of H, halo, -CN, hydroxy,  $C_{1-6}$  alkyl,  $C_{2-6}$  alkenyl,  $C_{2-6}$  alkynyl,  $C_{3-7}$  cycloalkyl,  $C_{1-6}$  alkoxy,  $C_{1-6}$  haloalkyl,  $-NR^4R^6$ ,  $-C_{1-6}alkylNR^4R^6$ ,  $-C_{1-6}alkylOR^6$ ,  $CO_2R^6$ ,  $O_2CR^6$ ,  $COR^6$ ,  $CON^4R^6$ ,  $NR^4CO_2R^6$ ,  $NR^4SO_2R^6$ ,  $NR^4COR^6$ ,  $CONR^4R^6$  and  $NR^4CONR^5R^6$ ; optionally and independently substituted with 1 to 3 substituents selected from the group consisting of -CN, hydroxy, halo,  $C_{1-4}$  haloalkyl,  $C_{1-4}$  alkoxy,  $CO_2C_{1-4}$  alkyl or phenyl; or

$R^2$  is allyloxy, benzyloxy, or (pyridinyl)methoxy where benzyloxy and (pyridinyl)methoxy are substituted with 0-2 substituents selected from the group consisting of halo and  $C_{1-6}$ alkoxy;

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~~R<sup>2</sup> is morpholinyl, thiomorpholinyl, piperadinyl, piperazinyl, phenyl, pyridyl, pyrimidinyl, triazinyl, quinolinyl, isoquinolinyl, thienyl, imidazolyl, thiazolyl, indolyl, pyrrolyl, pyrrolidinyl, dihydroimidazolyl, oxazolyl, benzofuranyl, benzothienyl, benzothiazolyl, benzoxazolyl, isoxazolyl, triazolyl, tetrazolyl and indazolyl, independently and optionally substituted with 1 to 4 substituents selected from the group consisting of H, C<sub>1-6</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> alkyl, C<sub>3-6</sub> cycloalkyl, OR<sup>4</sup>, halo, C<sub>1-4</sub> haloalkyl, -CN, SH, -S(O)<sub>2</sub>R<sup>5</sup>, -COR<sup>4</sup>, -CO<sub>2</sub>R<sup>4</sup>, -OC(O)R<sup>5</sup>, -N(COR<sup>4</sup>)<sub>2</sub>, -NR<sup>4</sup>R<sup>7</sup> and -CONR<sup>4</sup>R<sup>7</sup>, -NR<sup>4</sup>COR<sup>5</sup>, -NR<sup>4</sup>SO<sub>2</sub>R<sup>5</sup>, -NR<sup>4</sup>CONR<sup>5</sup>R<sup>7</sup> or -NR<sup>4</sup>CO<sub>2</sub>R<sup>5</sup>,~~

R<sup>3</sup> is selected from the group consisting of H, halo, -CN, hydroxy, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>3-7</sub> cycloalkyl, C<sub>1-6</sub> alkoxy, C<sub>1-6</sub> haloalkyl, -NR<sup>4</sup>R<sup>6</sup>, -C<sub>1-6</sub>alkylNR<sup>4</sup>R<sup>6</sup>, -C<sub>1-6</sub>alkylOR<sup>6</sup>, CO<sub>2</sub>R<sup>6</sup>, O<sub>2</sub>CR<sup>6</sup>, COR<sup>6</sup>, CON<sup>4</sup>R<sup>6</sup>, NR<sup>4</sup>CO<sub>2</sub>R<sup>6</sup>, NR<sup>4</sup>SO<sub>2</sub>R<sup>6</sup>, and NR<sup>4</sup>COR<sup>6</sup>, ~~OCONR<sup>4</sup>R<sup>6</sup>, and NR<sup>4</sup>CONR<sup>5</sup>R<sup>6</sup>;~~

optionally and independently substituted with 1 to 3 substituents selected from the group consisting of -CN, hydroxy, halo, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> alkoxy, CO<sub>2</sub>C<sub>1-4</sub> alkyl, or phenyl ~~or naphthyl~~; or

R<sup>3</sup> is allyloxy, (pyridinyl)methoxy, (3,5-dichloropyridinyl)methoxy, (2-methylthiazolyl)methoxy, phenyl, or 2-methoxyphenyl; or

R<sup>3</sup> is benzyloxy substituted with 0-2 substituents selected from the group consisting of halo, C<sub>1-6</sub>alkyl, C<sub>1-6</sub>alkoxy, cyano, carbomethoxy, acetoxy, and nitro;

~~R<sup>2</sup> is morpholinyl, thiomorpholinyl, piperadinyl, piperazinyl, phenyl, pyridyl, pyrimidinyl, triazinyl, quinolinyl, isoquinolinyl, thienyl, imidazolyl, thiazolyl, indolyl, pyrrolyl, pyrrolidinyl,~~

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~~dihydroimidazolyl, oxazolyl, benzofuranyl, benzothienyl, benzothiazolyl, benzoxazolyl, isoxazolyl, triazolyl, tetrazolyl and indazolyl, independently and optionally substituted with 1 to 4 substituents selected from the group consisting of H, C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, C<sub>1-4</sub> alkoxy-C<sub>1-4</sub> alkyl, -OR<sup>4</sup>, halo, C<sub>1-4</sub> haloalkyl, -CN, -SH, -S(O)<sub>2</sub>R<sup>5</sup>, -COR<sup>4</sup>, -CO<sub>2</sub>R<sup>4</sup>, -OC(O)R<sup>5</sup>, -N(COR<sup>4</sup>)<sub>2</sub>, -NR<sup>4</sup>R<sup>7</sup> and -CONR<sup>4</sup>R<sup>7</sup>, -NR<sup>4</sup>COR<sup>5</sup>, -NR<sup>4</sup>SO<sub>2</sub>R<sup>5</sup>, -NR<sup>4</sup>CONR<sup>5</sup>R<sup>7</sup> or -NR<sup>4</sup>CO<sub>2</sub>R<sup>5</sup>.~~

Ar is selected from the group consisting of phenyl, indanyl, and indenyl, ~~pyridyl, pyrimidinyl, triazinyl, furanyl, quinolinyl, isoquinolinyl, thienyl, imidazolyl, thiazolyl, indolyl, pyrrolyl, pyrrolidinyl, dihydroimidazolyl, oxazolyl, benzofuranyl, benzothienyl, benzothiazolyl, benzoxazolyl, isoxazolyl, triazolyl, tetrazolyl, indazolyl, indolinyl, benzoxazolin-2-on-yl, benzedioxolanyl and benzedioxane,~~ independently and optionally substituted with 1 to 4 substituents selected from the group consisting of H, C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, C<sub>1-4</sub> alkoxy-C<sub>1-4</sub> alkyl, -OR<sup>4</sup>, halo, C<sub>1-4</sub> haloalkyl, -CN, -NO<sub>2</sub>, SH, -S(O)<sub>2</sub>R<sup>5</sup>, -COR<sup>4</sup>, -CO<sub>2</sub>R<sup>4</sup>, -OC(O)R<sup>5</sup>, -N(COR<sup>4</sup>)<sub>2</sub>, -NR<sup>4</sup>R<sup>7</sup> and -CONR<sup>4</sup>R<sup>7</sup>, -NR<sup>4</sup>COR<sup>5</sup>, NR<sup>4</sup>SO<sub>2</sub>R<sup>5</sup>, NR<sup>4</sup>CONR<sup>5</sup>R<sup>7</sup>, and NR<sup>4</sup>CO<sub>2</sub>R<sup>5</sup>;

R<sup>4</sup>, R<sup>5</sup> and R<sup>7</sup> are independently selected from the group consisting of H, C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, C<sub>3-6</sub> cycloalkyl-C<sub>3-6</sub> alkyl, C<sub>1-2</sub> alkoxy-C<sub>1-4</sub> alkyl and C<sub>1-4</sub> haloalkyl; and

R<sup>6</sup> is selected from the group consisting of H, C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, C<sub>3-6</sub> cycloalkyl-C<sub>1-6</sub> alkyl, C<sub>1-2</sub> alkoxy-C<sub>1-2</sub> alkyl, C<sub>1-4</sub> haloalkyl, phenyl and C<sub>1-6</sub> alkyl-phenyl.

2. (cancelled)

3. (cancelled)

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4. (original) A compound according to claim 1 wherein  $R^1$  is  $C_{1-4}$  alkyl.
5. (original) A compound according to claim 1 wherein  $R^2$  is H, halo, hydroxy,  $C_{1-6}$  alkyl,  $C_{1-6}$  alkoxy, morpholinyl, piperazinyl or phenyl.
6. (original) A compound according to claim 1 wherein  $R^3$  is H, halo, -CN, hydroxy,  $C_{1-6}$  alkyl,  $C_{2-6}$  alkynyl,  $C_{1-6}$  alkoxy,  $C_{1-6}$  haloalkyl,  $-NR^4R^6$ , morpholinyl, piperazinyl or phenyl.
7. (currently amended) A compound according to claim 1 wherein Ar is phenyl, ~~pyridyl, pyrimidinyl, imidazolyl, thiazolyl, pyrrolidinyl, dihydroimidazolyl~~ independently and optionally substituted with 1 to 4 substituents selected from the group consisting of H,  $C_{1-6}$  alkyl,  $-OR^4$ , halo, -CN,  $-NO_2$ ,  $-CO_2R^4$ .
8. (original) A compound according to claim 1 wherein  $R^4$ ,  $R^5$  and  $R^7$  are independently H or  $C_{1-6}$  alkyl.
9. (original) A compound according to claim 1 wherein  $R^6$  is H.
10. (currently amended) A compound according to claim 1 wherein B is CH; D is NH;  $R^1$  is  $C_{1-4}$  alkyl;  $R^2$  is H, halo, hydroxy,  $C_{1-6}$  alkyl,  $C_{1-6}$  alkoxy, morpholinyl, piperazinyl or phenyl;  $R^3$  is H, halo, -CN, hydroxy,  $C_{1-6}$  alkyl,  $C_{2-6}$  alkynyl,  $C_{1-6}$  alkoxy,  $C_{1-6}$  haloalkyl,  $-NR^4R^6$ , morpholinyl, piperazinyl or phenyl; Ar is phenyl, ~~pyridyl, pyrimidinyl, imidazolyl, thiazolyl, pyrrolidinyl, dihydroimidazolyl~~ independently and optionally substituted with 1 to 4 substituents

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selected from the group consisting of H, C<sub>1-6</sub> alkyl, -OR<sup>4</sup>, halo, -CN, -NO<sub>2</sub>, -CO<sub>2</sub>R<sup>4</sup>; R<sup>4</sup>, R<sup>5</sup> and R<sup>7</sup> are independently H or C<sub>1-6</sub> alkyl; and R<sup>6</sup> is H.

11. (original) {3-[4-(2-Methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(4-methoxy-2-methylphenyl)-amine;

(2-Chloro-5-fluoro-4-methoxyphenyl)-{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-amine;

2-Chloro-5-fluoro-N<sup>1</sup>-{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-N<sup>4</sup>,N<sup>4</sup>-dimethylbenzene-1,4-diamine;

(4,5-Dimethoxy-2-methylphenyl)-{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-amine;

(2-Chloro-4-difluoromethoxyphenyl)-{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-amine;

(2-Chloro-4,5-dimethoxyphenyl)-{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-amine;

(2-Chloro-4-methanesulfonylphenyl)-{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-amine;

5-Chloro-2-{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-ylamino}-benzonitrile;

[3-(4-Methoxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenol;

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[3-(4-Benzoyloxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Ethoxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Allyloxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

4-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenoxy}-butyronitrile;

5-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenoxy}-pentanenitrile;

3-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenoxy}-propan-1-ol;

{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenoxy}-acetic acid ethyl ester;

2-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenoxy}-butyric acid methyl ester;

{6-Methyl-3-[4-(pyridin-2-ylmethoxy)-benzenesulfonyl]-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(2,6-Dichloropyridin-4-ylmethoxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

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{6-Methyl-3-[4-(2-methylthiazol-4-ylmethoxy)-benzenesulfonyl]-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(4-Fluorobenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

4-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phoxymethyl}-benzonitrile;

3-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phoxymethyl}-benzonitrile;

3-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phoxymethyl}-benzoic acid methyl ester;

{3-[4-(3-Methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(2-Methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

2-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phoxymethyl}-benzonitrile;

{6-Methyl-3-[4-(2-nitrobenzyloxy)-benzenesulfonyl]-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(3,5-Dimethoxybenzyloxy)-benzenesulfonyl]-6-methyl-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;



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{3-[4-(2,5-Dimethoxybenzyloxy)-benzenesulfonyl]-6-methyl-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(2,3-Dimethoxybenzyloxy)-benzenesulfonyl]-6-methyl-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(2,3-Difluorobenzyloxy)-benzenesulfonyl]-6-methyl-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(2-Fluoro-6-nitrobenzyloxy)-benzenesulfonyl]-6-methyl-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

1-(4-Fluoro-3-(4-[6-methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phoxymethyl)-phenyl)-ethanone;

{3-[4-(2,6-Dimethylbenzyloxy)-benzenesulfonyl]-6-methyl-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

[3-(3-Chloro-4-fluorobenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(3,4-Dimethylbenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(3,4-Dimethoxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(3,4-Dichlorobenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

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[6-Methyl-3-(toluene-4-sulfonyl)-pyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Ethylbenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Isopropylbenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[6-Methyl-3-(4-trifluoromethoxybenzenesulfonyl)-pyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Fluorobenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Bromobenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Ethynylbenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(Biphenyl-4-sulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(2'-Methoxybiphenyl-4-sulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenyl}-methanol;

(6-Methyl-3-{4-[(2,4,6-trimethylphenylamino)-methyl]-benzenesulfonyl}-pyridin-2-yl)-(2,4,6-trimethylphenyl)-amine;

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4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-benzaldehyde;

{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenyl}-phenyl-methanol;

{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenyl}-phenyl-methanone;

Acetic acid 4-[6-methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-benzyl ester;

[3-(3-Methoxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

3-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenol;

[3-(3-Ethoxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(3-Allyloxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(3-Benzyloxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

{3-[3-(4-Fluorobenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[3-(3-Methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

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{3-[3-(3,5-Dimethoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[3-(6-Chloropyridin-3-ylmethoxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[3-(2,6-Dichloropyridin-4-ylmethoxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

(2,4-Dimethylphenyl)-[3-(4-ethylbenzenesulfonyl)-6-methylpyridin-2-yl]-amine;

[3-(4-Ethylbenzenesulfonyl)-6-methylpyridin-2-yl]-(4-methoxy-2-methylphenyl)-amine;

(2,4-Dimethoxyphenyl)-[3-(4-ethylbenzenesulfonyl)-6-methylpyridin-2-yl]-amine;

(2-Chloro-4-methoxyphenyl)-[3-(4-ethylbenzenesulfonyl)-6-methylpyridin-2-yl]-amine; or

[3-(4-Ethylbenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,5-trimethylphenyl)-amine or pharmaceutically acceptable salts or solvates thereof.

12. (original) A pharmaceutical composition of a compound according to claim 1.

13. (withdrawn) A method of treating depression or anxiety comprising a pharmaceutical composition of a compound of claim 1.